

Exhibit A

ELLIS GEORGE CIPOLLONE
ELLIS GEORGE CIPOLLONE O'BRIEN ANNAGUEY LLP

2121 Avenue of the Stars
30th Floor
Los Angeles, CA 90067

Eric M. George
310.274.7100
egeorge@egcfirm.com

February 10, 2023

Via Electronic Mail

Mark Phillips
E-Mail: mark.phillips@protonmail.com

Re: Immediately Cease And Desist The Theft And Embezzlement Of Movement
DAO's Assets

Dear Mr. Phillips:

We represent Ryan Breslow, Alex Fine, and Jon Gordon. We demand that you immediately cease and desist all activity concerning the Movement DAO ("DAO"), return all assets that you have caused to be transferred from any DAO-affiliated accounts, and provide an accounting of all transfers that you have caused to be made from those accounts and any subsequent transfers involving those assets.

As you know, the DAO is a community that is dedicated to using the revenues generated from the DAO endowment to fund social impact projects. Oversight and governance of the DAO is accomplished through voting processes among DAO community members. You occupy a position of trust in connection with the DAO, including as the developer of the DAO systems architecture.

In that position of trust, you have given yourself, without authorization, the power to implement a fraudulent scheme to steal and embezzle the assets of clients and other DAO community members. Through deception and false promises, you obtained control over the \$17 million DAO endowment established by our clients. That endowment is stored in a Gnosis SAFE account, which requires multiple authorization tokens to access and make withdrawals. Through fraudulent actions, you obtained control over our clients' authorization tokens, and thereby secured exclusive control over the Gnosis SAFE account. We have discovered that you have used that exclusive control to divert millions of dollars of assets to accounts controlled by you and your co-conspirators. To this day, you retain control over the remaining assets in the Gnosis SAFE account and refuse to return control back to our clients.

In an effort to conceal your embezzlement, you fabricated governance proposals that were presented to the DAO community seeking to indemnify you and your co-conspirators of wrongdoing, retroactively authorize fraudulent transfers to accounts controlled by you and your co-conspirators, and grant you carte blanche authority to make future transfers from the DAO endowment. Those proposals were authored by you and your co-conspirator Ben Reed, using

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aliases to conceal your identity. The proposals, of course, were a sham. You did not actually present the proposals to the DAO community, and the DAO community never voted on them. You provided sham notice that these proposals were subject to a vote by circumventing standard notice procedures and falsely classifying them as “emergency” proposals so that every community member was not alerted to them, and you disabled the ability of members of the DAO community, including our clients, to exercise their ability to vote on them. Instead, you orchestrated a sham vote where you, your aliases, and your co-conspirators voted on your fraudulent proposals. Once those proposals were ratified by that bogus vote, you used those fabricated resolutions as authority to conceal additional fraudulent transfers from the DAO endowment. You also used those fabricated resolutions as a pretext to exclude our clients from exercising any further control or oversight over your activities or the operations of the DAO. While you barred our clients from exercising oversight over you, you falsely represented to the DAO community that our clients supported and authorized various aspects of your scheme. These attempts to shield your embezzlement are comprehensively documented on Snapshot.org. Far from providing you the cover you hoped, the resolutions offer a damning and comprehensive testament of your fraud.

In short, you stole the keys to the kingdom and locked the owners out. You used the control you stole to pilfer DAO assets to enrich yourself. You accomplished this by manufacturing false invoices for fictitious services rendered by you and your co-conspirators, including fictitious services provided by the Law Offices of Reed Yurchak. On this point, the evidence could not be clearer. Reed Yurchak confirmed that the last payment he received was in March 2022 and that no outstanding invoices have existed since that time. Nevertheless, on January 1, 2023, you and your co-conspirators voted on a sham proposal to “pay deferred legal fees from 2022”—despite the fact that none existed. The fraud is plain to see.

Your conduct implicates numerous civil causes of action, including conversion, embezzlement, fraudulent misrepresentation, fraudulent concealment, fraudulent inducement, fraudulent transfer, false promise, breach of contract, breach of fiduciary duty, and of course the punitive damages associated with your malicious conduct. Your conduct also implicates a variety of state and federal criminal statutes, including money laundering (18 U.S.C. § 1956), wire fraud (18 U.S.C. § 1343), credit card fraud (15 U.S.C. § 1644), bank fraud (18 U.S.C. § 1344), criminal conspiracy (18 U.S.C. § 371), and offenses under the Racketeer Influenced and Corrupt Organizations (RICO) Act (18 U.S.C. § 1962). We understand you are familiar with criminal fraud statutes, as we recently learned of your criminal record.

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For the foregoing reasons, we demand that you immediately do the following:

1. Return all assets that you caused to be transferred out of any DAO-affiliated account, including the Gnosis SAFE account, to the account listed in **Exhibit A** of this letter. **You must comply with this demand no later than February 12, 2023;**
2. Cease any pending or future transfers of assets from any DAO-affiliated account, including the Gnosis SAFE account;
3. Return custody of the authorization tokens associated with the Gnosis SAFE account to our clients;
4. Restore and render operational the DAO voting tokens that belong to our clients;
5. Provide an accounting of all transfers from any DAO-affiliated account, including all transfers from the Gnosis SAFE account;
6. Provide an accounting of all services rendered by you, Ben Reed, the Law Offices of Reed Yurchak, and any individual or entity hired by you that received assets from any DAO-affiliated account, including the Gnosis SAFE account;
7. Identify all aliases used by you, Ben Reed, or any other person associated with you to vote on proposals presented to the DAO community;
8. Cease communications with all members of the DAO community;
9. Cease holding yourself out as being affiliated with or acting on behalf of the DAO community; and
10. Relinquish control of all platforms, accounts, software, and any other instrumentalities of the DAO.

Regardless of your claims to the contrary, you owe a fiduciary duty to our clients and the other DAO investors. That duty requires you to retain all documents related to your activities. Independent of that obligation, by receiving this letter, you are the recipient of a litigation hold—*i.e.*, a legal duty to preserve evidence in anticipation of litigation. You and all individuals and entities under your control are not to destroy or alter any documents or communications in any form, including any form of electronically stored information. Electronically stored information includes electronic documents (MS Word, PowerPoints, MS Excel, etc.), computerized

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calendars, email messages, text messages, SMS messages, MMS messages, messages from any phone application (including iMessage and Signal), and messages, posts, videos, or comment threads from any social media platform, including Discord, WeChat, Weibo, Laiwang, WhatsApp, LinkedIn, Facebook, Twitter, Instagram, TikTok, SnapChat, Telegram, Parlor, Twitch, YouTube, or any other social media platform, as well as wikis, blogs, and any other types of electronic data or information wherever it may be stored, including on your computer, tablet, cell phone, or cloud repository. You must suspend all document destruction policies or protocols associated with any electronically stored information in your possession, custody, or control. If you have a smart phone or other device that contains electronically stored information, you must disengage any functionality that automatically deletes texts, messages, or any other form of electronic communication over a certain period of time.

The categories of information subject to this litigation hold include but are not limited to:

1. All documents and communications with the Law Offices of Reed Yurchak, Ben Reed, or any member of the DAO community;
2. All invoices, statements of work, and other documents or communications relating to services rendered on behalf of the DAO;
3. All documents and communications regarding any transfers you caused to be made from the Gnosis SAFE account, and any transfers you caused to be made to or from any other account containing assets from the DAO endowment;
4. All documents and communications regarding the creation and presentation of all proposals and resolutions presented to the DAO community;
5. All documents and communications regarding the DAO Gnosis SAFE account and its associated authorization tokens;
6. All documents and communications regarding your creation and management of NFT tokens distributed to the DAO community, the functions associated with those tokens (including voting rights), your control over those tokens, and any actions you took to modify the functionality of any of those tokens; and
7. All documents and communications regarding your attempts to remove our clients from participating in the DAO community.

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Should you not comply with the terms of this letter, our clients will have no choice but to pursue legal action to stop your embezzlement and fraud. The purpose of this letter is to stop any further injury to our clients and to evaluate whether, and to what extent, our clients will exercise the rights and remedies afforded to them under applicable law. We remain open to resolving this dispute without resort to court intervention.

If you intend to comply with the demands set forth in this letter, **no later than February 12, 2023 you must return all assets transferred out of the Gnosis SAFE account or any other DAO-affiliated account to the account listed in Exhibit A of this letter** and you must send a written response assenting to the demands outlined above. You have until February 16, 2023 to comply with the remaining demands outlined above and to provide written certification of your compliance. If you do not comply with this letter, we will promptly seek recourse through formal channels.

Sincerely,

A handwritten signature in blue ink, appearing to read "Eric George", is written above the printed name.

Eric M. George

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EXHIBIT A

Below is the account information to which you shall return any and all assets that you caused to be transferred out of any DAO-affiliated accounts, including the Gnosis SAFE account. When transferring assets, first test the account with a small transfer (e.g., \$1,000) until we confirm receipt. Once we confirm receipt, you may proceed with transferring the remaining assets.

ETH (ERC 20)

Address: 0x466412A1848FE85DD21B45CE3B18786921d829CC

Note: This address can only receive Ethereum from Ethereum network.



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DAI (ERC 20)

Address: 0x6a6A7bCD8D9f25A31ae57E4b80750BA9F114bdEC

Note: This address can only receive DAI from the Ethereum network

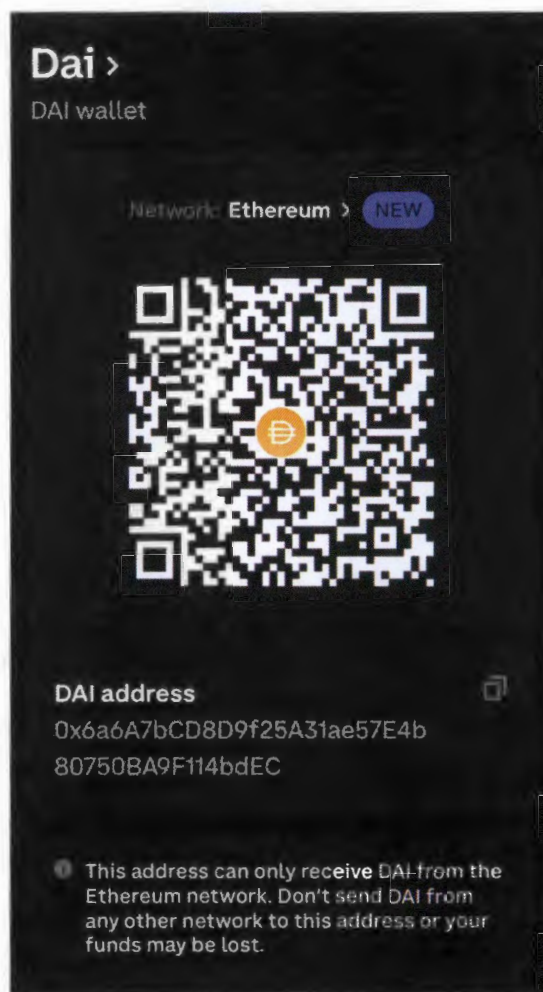


Exhibit B

2/20/23, 10:17 AM

dao-lawfirm.eth

The Wayback Machine - <https://web.archive.org/web/20221229124016/https://dao-lawfirm.xyz/>

36 FPS (3-36)

DAO LAWFIRM ETH

Reed Yurchak, Esq.

ATTORNEY-AT-LAW

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6659 (c)

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ABOUT

A boutique crypto-savvy law
firm specializing
in legal and blockchain
development services.

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Crypto Custodial Services, and
Multi-Sig Administration;
Bespoke Solidity Development,
Tokens, Governance;
ICOs/STOs, Programmable
Treasuries;
DAO Orchestration, Service
Provider, Registration,
Jurisdiction;
TributeDAO, JuiceBox/Projects,
and Bespoke Frameworks;
License Agreements, Protocol
Terms of Use, and Privacy
Policies.

Traditional Meat-Space Services -
Law Office of Reed Yurchak

2/20/23, 10:17 AM

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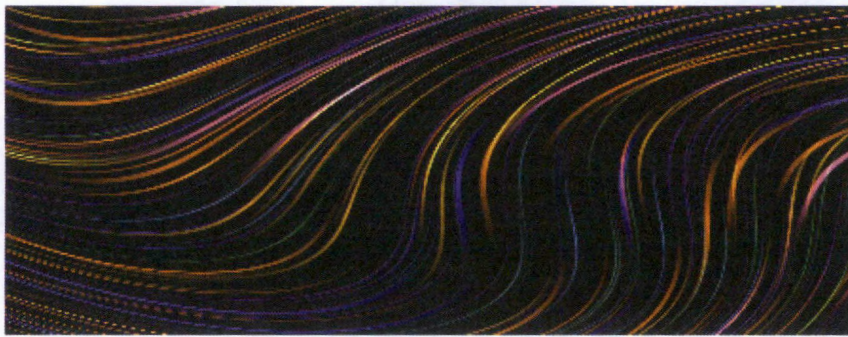


Exhibit C

PROF CONSULTATION: 305.966.0766 / 305.961.8058 CONTACT US SELECT LANGUAGE

REED YURCHAK

PRACTICE AREAS APPOINTMENT ABOUT US ANALYTICS REED'S READS PAYMENTS

PRACTICE AREAS

Discover the services the Law of Office of Reed Yurchak specializes in.

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People suffer accidents. That doesn't mean they should suffer all the financial burdens that come with it.

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Head trauma and brain injury can be life-changing. Reed can help change it for the better.

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4:53:45 PM 2/22/2023

Exhibit D

2/22/23, 10:11 AM

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60 FPS (52-60)

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SERVICES

Crypto Custodial Services, and
Multi-Sig Administration;
Bespoke Solidity Development,
Tokens, Governance;
ICOs/STOs, Programmable
Treasuries;
DAO Orchestration, Service
Provider Registration,
Jurisdiction;
TributeDAO, JuiceBox/Projects, and
Bespoke Frameworks;
License Agreements, Protocol Terms
of Use, and Privacy Policies.

